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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 10257
(QUAKER CHEMICAL CORPORATION AND JPMORGAN CHASE BANK, N.A.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Quaker Chemical Corporation ("Quaker Chemical"), and JPMorgan Chase Bank, N.A. ("JPMorgan Chase") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10257 (Quaker Chemical Corporation And JPMorgan Chase Bank, N.A.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 21, 2006, Quaker Chemical filed proof of claim number 10257 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$819,654.23 (the "Claim") arising from the sale of goods.

WHEREAS, on November 19, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Third Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected On Debtors' Books And Records, And (E) Certain Claims Subject To Modification, Modified Claims Asserting Reclamation, Claim Subject To Modification That Is Subject To Prior Order, And Modified Claim Asserting Reclamation That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Third Omnibus Claims Objection").

WHEREAS, on December 12, 2007, Quaker Chemical filed its Response And

Objection Quaker Chemical Corporation To Debtors' Twenty-Third Omnibus Claims Objection
(Docket No. 11406) (the "Response").

WHEREAS, on October 30, 2007, Quaker Chemical assigned its interest in the
Claim to JPMorgan Chase pursuant to a Notice of Transfer (Docket No. 10766).

WHEREAS, on July 31, 2008, to resolve the Twenty-Third Omnibus Claims
Objection with respect to the Claim, DAS LLC, Quaker Chemical, and JPMorgan Chase entered
into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and
agrees that the Claim shall be allowed against DAS LLC in the amount of \$762,473.00.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement
either because the Claim involves ordinary course controversies or pursuant to that certain
Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P.
9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And
Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June
26, 2007.

THEREFORE, the Debtors, Quaker Chemical, and JPMorgan Chase stipulate and
agree as follows:

1. The Claim shall be allowed in the amount of \$762,473.00 and shall be
treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Quaker Chemical shall withdraw its Response to the Twenty-Third
Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 27th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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